

**ORGANIZATION OF MISO STATES, INC.
REGULAR BOARD OF DIRECTORS MEETING
CONFERENCE CALL
NOVEMBER 13, 2003**

APPROVED DECEMBER 11, 2003

Commissioner Susan Wefald, President of OMS, called the Board of Directors meeting of the Organization of MISO States, Inc. (OMS) to order at approximately 2:00.

The following directors were present by conference call for the meeting:

Susan Wefald, North Dakota	Kevin Wright, Illinois
Steve Gaw, Missouri	Laura Chappelle, Michigan
Diane Munns, Iowa	Dave Hadley, Indiana
LeRoy Koppendrayner, Minnesota	Greg Jergeson, Montana

Proxies for the following directors were established:

Talina Mathews, Kentucky for Gary Gillis
Tim Texel, Nebraska for Louis Lamberty
Greg Rislov, South Dakota for Gary Hanson
Kim Wissman, Ohio for Judy Jones

The directors and their proxies listed above established the necessary quorum for the meeting of at least eight directors being present.

Other parties also participated in the conference call.

Agenda Item 1, Approval of the Minutes of the October 9, 2003 and October 14, 2003 Board of Directors Meetings

It was moved that the minutes of the October 9, 2003 and the October 14, 2003 OMS Board of Directors meetings be approved as distributed. The motion was approved.

Agenda Item 2, Review of Actions and Approval of the Minutes of the September 30, 2003 Executive Committee Meeting

Commissioner Wefald reviewed the major agenda items discussed at the September 30, 2003 Executive Committee meeting. It was then moved that the minutes of the September 30, 2003 OMS Executive Committee meeting be approved as distributed. The members of the OMS Executive Committee approved the motion.

Agenda Item 3, Treasurers Report

Commissioner Laura Chappelle, Treasurer of OMS, summarized the contents of her written Treasurers Report that had been distributed prior to the meeting. Commissioner Chappelle then addressed the procedures by which authorized Staff from each OMS state

would receive formal approval for reimbursement of their travel expenses associated with attendance at the OMS Annual Meeting in December 2003.

Agenda Item 4, Update on 501[c] 4 Application

Commissioner Wefald updated the Board on the progress of OMS' application for 501[c] 4 status. Attainment of this status is important to OMS, as OMS cannot obtain officers and directors insurance until this status is granted. The National Association of Regulatory Utility Commissions is currently working with OMS on the application process, and Commissioner Wefald stated that OMS would stay on top of this process.

Agenda Item 5, Update on Request for Funds from DOE

Commissioner Wefald stated that the OMS had received a response to its letter to the Department of Energy (DOE) that had requested DOE funding of certain OMS activities. Commissioner Wefald characterized the DOE response as containing very positive feedback on the OMS request. OMS now intends to work with DOE staff to develop a more formal proposal for funding from DOE.

Agenda Item 6, MAC Agenda Items

Commissioner Wright listed the major agenda items of interest to the OMS scheduled to be addressed at the November 19, 2003 MISO Advisory Council (MAC) meeting. Of these items, the ensuing OMS discussion concerned the new recently issued draft Joint Operating Agreement (JOA) between the Midwest Independent System Operator, Inc. (MISO) and the PJM interconnection. MISO had asked for comments on the JOA by November 14, 2003. The OMS Seam Working Group had met on November 12, 2003 to determine whether to recommend that OMS make comments on the draft JOA. Because of the very short deadline for OMS and other parties to make comments on the draft JOA, the Seams Working Group determined that it would draft a letter to MISO for the OMS' consideration, making the following points: 1) that OMS would like additional time to make comments; and 2) that, without more knowledge of other regional seams agreements involving MISO than is now currently available, it would be difficult to fully assess the draft JOA. After considerable discussion among the OMS Board, it was decided that the draft letter to MISO should emphasize the point on the need for additional time for the OMS to make comments, and only note in passing the concerns about the relationship of other seams agreements to the draft JOA. The Seams Working group will distribute the new version of its letter to MISO reflecting these revisions to the OMS Board of Directors as soon as possible for its feedback, so the letter can be issued by the November 14, 2003 deadline.

Agenda Item 7, Date and Time for Next Board Meeting

The next OMS Board of Directors meeting will be held in conjunction with the OMS Annual Meeting on December 11, 2003, in Carmel, IN. The official Board meeting will be held from 11:00 to 12:30. Commissioner Nora Brownell of the Federal Energy Regulatory Commission (FERC) will attend the Annual Meeting, as well as possibly other FERC commissioners. Mr. David Patton, the MISO Market Monitor, will give a presentation at the Annual Meeting. There will also be two panel discussions at the OMS Annual Meeting, on pricing issues and "grandfathered" contracts. Commissioner Wefald

asked the Board to supply names of possible panel participants to her. Any questions concerning the OMS Annual Meeting should be directed towards Commissioner Wefald or Ms. Kathy Fortney of the North Dakota Commission.

Agenda Item 8, MISO Market Tariff

Commissioner Wefald stated that OMS was likely to have only a limited time to comment on the MISO market tariff when it is re-filed. To start the comment process, Commissioner Wefald requested that each of the OMS Working Group chairs discuss at the OMS Annual Meeting next month a list of issues concerning the MISO market tariff that they believe should be addressed. Then, at the January 2004 OMS Board of Directors meeting, it is expected that each Working Group would present proposed positions on these issues to the Board for their consideration.

Agenda Item 9, Ratify Executive Committee Recommendation for New Executive Director and Approve Benefit Plan

It was moved and seconded that the OMS Board of Directors meeting go into a closed session to discuss this topic. The motion was approved.

Respectfully submitted by Steve Gaw, OMS Secretary